

United States Bankruptcy Court Northern District of California		Voluntary Petition													
Name of Debtor (if individual, enter Last, First, Middle): Smart Alec's Intelligent Food, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):													
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):													
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 94-3220252		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):													
Street Address of Debtor (No. & Street, City, and State): 2355 Telegraph Ave. Berkeley, CA 94704		Street Address of Joint Debtor (No. & Street, City, and State):													
		ZIP CODE 94704													
County of Residence or of the Principal Place of Business: Alameda		County of Residence or of the Principal Place of Business:													
Mailing Address of Debtor (if different from street address): 1215 Sugg Parkway Greenville, NC 27834		Mailing Address of Joint Debtor (if different from street address):													
		ZIP CODE 27834													
Location of Principal Assets of Business Debtor (if different from street address above):															
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)											
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13											
		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
				Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.											
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.		Check one box:		Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).											
		Check if:		Check if:											
				<input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).											
				Check all applicable boxes:											
				<input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).											
Statistical/Administrative Information															
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.															
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> OVER 100,000</td> </tr> </table>						<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000						
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input checked="" type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input checked="" type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY															

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Smart Alec's Intelligent Food, Inc.
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A		Exhibit B
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X
		_____ Signature of Attorney for Debtor(s) (Date)
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.		
<input checked="" type="checkbox"/> No		
Exhibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue		
(Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.		
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.		
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property		
(Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
<hr/> <hr/> (Name of landlord that obtained judgment) <hr/>		
<hr/> <hr/> (Address of landlord) <hr/>		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and		
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.		
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Smart Alec's Intelligent Food, Inc.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
Signature of Attorney* <p>X <u>/s/ James S. Monroe</u> Signature of Attorney for Debtor(s) James S. Monroe - (State Bar #102328) Printed Name of Attorney for Debtor(s) Monroe Law Group Firm Name 101 California Street Suite 2450 San Francisco, CA 94111 Address Email:jim@monroe-law.com (415) 869-1575 Fax:(415) 723-7423 Telephone Number October 14, 2010 Date</p>		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

SMART ALEC'S INTELLIGENT FOOD, INC.
UNANIMOUS CONSENT OF STOCKHOLDERS AND BOARD OF DIRECTORS
TO ACTION WITHOUT MEETING

The undersigned, being all the holders of the outstanding shares of capital stock of SMART ALEC'S INTELLIGENT FOOD, INC., a California corporation (the "Company"), hereby consent as of August 2, 2010, to the adoption of the following resolution as and for the action of the stockholders and Board of Directors of the Company without meeting, and agree that this Unanimous Consent shall be filed with the records of the meetings of the stockholders and Board of Directors and that such resolution may be certified by the Secretary or any other officer of the corporation as being in all respects duly adopted:

RECITALS

WHEREAS, the Company is in serious financial condition and is unable to continue without debt relief; and

WHEREAS, it appears that it is in the best interest of the Company, its stockholders and creditors for the Company to immediately commence a case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code");

RESOLUTIONS

NOW, THEREFORE, be it hereby resolved, that the stockholders and directors find and determine that it is in the best interest of the Company, its stockholders and creditors, for it to commence a case under Chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED that David Steffensen is hereby designated and authorized to act as the authorized representative and "Responsible Individual" for the Company as may be necessary, appropriate and/or required by the Local Rules of the United States Bankruptcy Court for the Northern District of California; and

BE IT FURTHER RESOLVED that the officers and agents of the Company be, and each of them hereby is, empowered and directed without further action to prepare, sign, file and prosecute, and cause to be prepared, signed, filed and prosecuted, a petition for relief and documents necessary or proper to the prosecution of a petition for relief under Chapter 11 of the Bankruptcy Code, a sale of assets, financing, a plan of reorganization, or any other lawful purpose under Chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED that the officers and agents of the Company are authorized, empowered and directed to engage the services of professionals as may be necessary, convenient or appropriate to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign, and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case.

BE IT FURTHER RESOLVED, that the authority given hereunder may be deemed retroactive and any and all acts authorized hereunder and performed prior to the passage of these resolutions are hereby ratified and affirmed.

This Unanimous Consent may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument.

IN WITNESS WHEREOF, the undersigned have consented to and adopted the foregoing resolutions as of the date first written above.

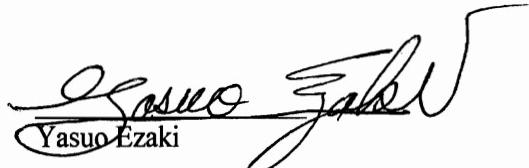
STOCKHOLDER(S):

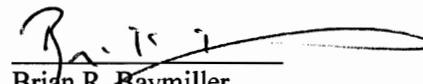
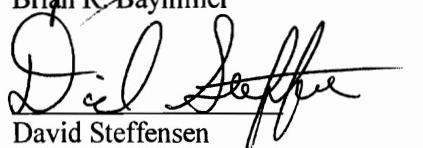
SMART ALEC'S HOLDING COMPANY,
a California corporation

By: 
Name: Brian R. Baymiller
Title: President

DIRECTOR(S):


Seiji Takahashi


Yasuo Ezaki


Brian R. Baymiller

David Steffensen

SMART ALEC'S INTELLIGENT FOOD, INC.
SECRETARY'S CERTIFICATE

I, Brian R. Baymiller, hereby certify that I am the duly elected and qualified Secretary of SMART ALEC'S INTELLIGENT FOOD, INC. (the “Company”), a corporation organized and existing under the laws of the State of California and having its principal place of business at 2355 Telegraph Avenue, Berkeley, California 94704.

I further certify that the following resolutions were duly adopted pursuant to a unanimous written consent to action without meeting by the Stockholders and Board of Directors of the corporation as of August 2, 2010.

RESOLUTIONS

NOW, THEREFORE, be it hereby resolved, that the stockholders and directors find and determine that it is in the best interest of the Company, its stockholders and creditors, for it to commence a case under Chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED that David Steffensen is hereby designated and authorized to act as the authorized representative and “Responsible Individual” for the Company as may be necessary, appropriate and/or required by the Local Rules of the United States Bankruptcy Court for the Northern District of California; and

BE IT FURTHER RESOLVED that the officers and agents of the Company be, and each of them hereby is, empowered and directed without further action to prepare, sign, file and prosecute, and cause to be prepared, signed, filed and prosecuted, a petition for relief and documents necessary or proper to the prosecution of a petition for relief under Chapter 11 of the Bankruptcy Code, a sale of assets, financing, a plan of reorganization, or any other lawful purpose under Chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED that the officers and agents of the Company are authorized, empowered and directed to engage the services of professionals as may be necessary, convenient or appropriate to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign, and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case.

✓

BE IT FURTHER RESOLVED, that the authority given hereunder may be deemed retroactive and any and all acts authorized hereunder and performed prior to the passage of these resolutions are hereby ratified and affirmed.

I further certify that such resolutions have not been amended, repealed, rescinded or made void, in whole or in part, by any subsequent action of the stockholders or directors of the Company, and that the same are presently in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this
August
corporation this 2nd day of April, 2010.



Brian R. Baymiller
Secretary

**United States Bankruptcy Court
Northern District of California**

In re Smart Alec's Intelligent Food, Inc.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Vice President/Treasurer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 14, 2010

Signature /s/ David Steffensen
David Steffensen
Vice President/Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

1 James S. Monroe (State Bar No. 102328)
2 MONROE LAW GROUP
3 101 California Street, Suite 2450
4 San Francisco, CA 94111
5 Telephone: (415) 869-1575
6 Facsimile: (415) 723-7423
7 Email: jim@monroe-law.com

8
9 Attorneys for Debtor
10
11

12
13 UNITED STATES BANKRUPTCY COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 OAKLAND DIVISION
16

17 In re: Chapter 11
18 SMART ALEC'S INTELLIGENT FOOD, INC., Case No.
19 a California corporation,
20 Debtor.
21

22 **CREDITOR MATRIX COVER SHEET**
23

24 I, David Steffensen, Vice President/Treasurer of the Debtor herein, declare under penalty of
25 perjury that I have read the attached Creditor Mailing List and that said list contains the correct,
26 complete and current names and addresses of all priority, secured and unsecured creditors, and parties
27 in interest, to the best of my knowledge and belief.

28 Dated: October 14, 2010

/s/ David Steffensen
David Steffensen

I, James S. Monroe, counsel for the Debtor herein, declare that the attached Creditor Mailing
Matrix conforms to the Clerk's promulgated requirements.

Dated: October 14, 2010

/s/ James S. Monroe
James S. Monroe

CREDITOR MATRIX COVER SHEET

**United States Bankruptcy Court
Northern District of California**

In re Smart Alec's Intelligent Food, Inc.

Debtor(s)

Case No.

Chapter

11

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Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Vice President/Treasurer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 14, 2010

Signature /s/ David Steffensen

**David Steffensen
Vice President/Treasurer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Smart Alec's Intelligent Food Inc
Statement of Revenue and Expenses
August 2010

	Aug 10	% of Income
Ordinary Income/Expense		
Income		
Restaurant Sales	113,369.60	100.1%
Coupon	(108.72)	(0.1)%
Over/Short	12.60	0.0%
Total Income	113,273.48	100.0%
Cost of Goods Sold		
Purchases--Food & Beverages	54,504.29	48.1%
General Supplies		
Wages & Benefits	39,354.00	34.7%
Work Comp	763.00	0.7%
Total COGS	94,621.29	83.5%
Gross Profit	18,652.19	16.5%
Expense		
Rent	10,114.00	8.9%
Accounting	1,804.00	1.6%
Repairs & Maintenance		
Waste Handling	79.50	0.1%
Contracted Outside Services	219.00	0.2%
Legal Fees	16,875.50	14.9%
Insurance	140.00	0.1%
Payroll Processing fees	228.34	0.2%
Operating & Cleaning Supplies	204.53	0.2%
Printing and Reproduction		
Parking & Tolls	450.00	0.4%
Pest Control		
Telephone	337.50	0.3%
Property Taxes	369.70	0.3%
Uniforms	148.25	0.1%
Office Supplies	62.98	0.1%
Bank Service Charges	41.00	0.0%
Interest Expense	1,369.88	1.2%
Licenses/Refuse	1,735.79	1.5%
Utilities	3,619.60	3.2%
Total Expense	37,799.57	33.4%
Net Ordinary Income	(19,147.38)	(16.9)%
Net Income	(19,147.38)	(16.9)%

Smart Alec's Intelligent Food Inc
Balance Sheet
As of August 31, 2010

	<u>Aug 31, 10</u>
ASSETS	
Current Assets	
Checking/Savings	
BA #76499	382.96
Summit Bank #100023290	9,348.55
BA #60410	70,896.29
Safe Change	1,000.00
<hr/>	
Total Checking/Savings	81,627.80
Other Current Assets	
Employee Advance	2,250.00
Inventory	15,180.90
Loan Receivable	63,750.00
<hr/>	
Total Other Current Assets	81,180.90
Total Current Assets	162,808.70
Fixed Assets	
Equipment	16,056.44
Depreciable Assets	
Accumulated Depreciation	(220,921.78)
Depreciable Assets - Other	391,700.02
<hr/>	
Total Depreciable Assets	170,778.24
Total Fixed Assets	186,834.68
Other Assets	
Leasehold and Improvement	16,970.95
Deposits	8,998.00
<hr/>	
Total Other Assets	25,968.95
TOTAL ASSETS	<u>375,612.33</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Accounts Payable	7,509.97
Accrued Payroll and Tax Liabili	25,582.43
Sales Tax Payable	10,966.06
<hr/>	
Total Other Current Liabilities	44,058.46
Total Current Liabilities	44,058.46
Long Term Liabilities	
Loan from YKF	450,000.00
Summit Bank Loan #1018060	155,929.83
<hr/>	

Smart Alec's Intelligent Food Inc
Balance Sheet
As of August 31, 2010

	<u>Aug 31, 10</u>
Total Long Term Liabilities	<u>605,929.83</u>
Total Liabilities	649,988.29
Equity	
Capital Stock	
Common Stock	146,000.00
Total Capital Stock	146,000.00
Retained Earnings	(395,545.20)
Net Income	(24,830.76)
Total Equity	(274,375.96)
TOTAL LIABILITIES & EQUITY	<u>375,612.33</u>

U.S. Corporation Income Tax Return

For calendar year 2009 or tax year beginning 07-01-2009, ending 06-30-2010

OMB No. 1545-0123

► See separate instructions.

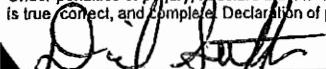
2009**A Check if:**

- 1a** Consolidated return
b Life/nonlife consolidated return
2 Personal holding co.
3 Personal service corp. (see instructions)
4 Schedule M-3 attached

**Use IRS label.
Otherwise,
print or type.**
Name
SMART ALEC'S INTELLIGENT FOOD INC
Number, street, and room or suite no. If a P.O. box, see instructions.
2355 TELEGRAPH AVENUE
City or town, state, and ZIP code
Berkeley CA 94704
B Employer identification number**94-3220252****C Date incorporated****02-01-1955****D Total assets (see instructions)****\$ 417,311****E Check if:** (1) Initial return (2) Final return (3) Name change (4) Address change

Income	1a Gross receipts or sales	<u>1,247,931</u>	b Less returns and allowances	c Bal ►	<u>1,247,931</u>
	2 Cost of goods sold (Schedule A, line 8)			1c	<u>923,332</u>
	3 Gross profit. Subtract line 2 from line 1c			2	<u>324,599</u>
	4 Dividends (Schedule C, line 19)			3	
	5 Interest			4	
	6 Gross rents			5	
	7 Gross royalties			6	
	8 Capital gain net income (attach Schedule D (Form 1120))			7	
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)			8	
	10 Other income (see instructions - attach schedule)			9	
	11 Total income. Add lines 3 through 10		►	10	<u>324,599</u>
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (Schedule E, line 4)			11	<u>17,260</u>
	13 Salaries and wages (less employment credits)			12	
	14 Repairs and maintenance			13	
	15 Bad debts			14	<u>121,308</u>
	16 Rents			15	
	17 Taxes and licenses		ATT CTL	16	<u>18,123</u>
	18 Interest			17	<u>14,493</u>
	19 Charitable contributions			18	
	20 Depreciation from Form 4562 not claimed on Schedule A or elsewhere on return (attach Form 4562)			19	
	21 Depletion			20	<u>5,868</u>
	22 Advertising			21	
	23 Pension, profit-sharing, etc., plans			22	<u>396</u>
	24 Employee benefit programs			23	
	25 Domestic production activities deduction (attach Form 8903)			24	
	26 Other deductions (attach schedule)		Statement #5	25	
	27 Total deductions. Add lines 12 through 26		►	26	<u>369,303</u>
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11			27	<u>546,751</u>
	29 Less: a Net operating loss deduction (see instructions)	<u>29a</u>		28	<u>(222,152)</u>
	b Special deductions (Schedule C, line 20)	<u>29b</u>		29c	
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28 (see instructions)			30	<u>(222,152)</u>
	31 Total tax (Schedule J, line 10)			31	<u>0</u>
	32a 2008 overpayment credited to 2009	<u>32a</u>			
	b 2009 estimated tax payments	<u>32b</u>			
	c 2009 refund applied for on Form 4466	<u>32c</u> ()	d Bal ►	<u>32d</u>	
	e Tax deposited with Form 7004			32e	
	f Credits: (1) Form 2439 (2) Form 4136			32f	
	g Refundable credits from Form 3800, line 19c, and Form 8827, line 8c	<u>32g</u>		32h	
	33 Estimated tax penalty (see instructions). Check if Form 2220 is attached		►	33	
	34 Amount owed. If line 32h is smaller than the total of lines 31 and 33, enter amount owed			34	
	35 Overpayment. If line 32h is larger than the total of lines 31 and 33, enter amount overpaid			35	
	36 Enter amount from line 35 you want: Credited to 2010 estimated tax		►	36	<u>Refunded</u> ►

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here 9-24-10 Vice Pres, IncMay the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Signature of officer

Date

Title

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed

09-03-2010

Preparer's SSN or PTIN

P00450464

Firm's name (or yours if self-employed), address, and ZIP code

Sanjiv Gupta CPA
39111 Paseo Padre Parkway, Suite
Fremont CA 94538EIN 20-1552459
Phone no. (510) 818-0437

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

EEA

Form 1120 (2009)

Schedule A Cost of Goods Sold (see instructions)

1	Inventory at beginning of year	5,369
2	Purchases	547,841
3	Cost of labor	380,178
4	Additional section 263A costs (attach schedule)	
5	Other costs (attach schedule)	
6	Total. Add lines 1 through 5	933,388
7	Inventory at end of year	10,056
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	923,332

9a Check all methods used for valuing closing inventory:

- (i) Cost
 (ii) Lower of cost or market
 (iii) Other (Specify method used and attach explanation.) ►

- b Check if there was a writedown of subnormal goods ►
- c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ►
- d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO ► 9d
- e If property is produced or acquired for resale, do the rules of section 263A apply to the corporation? Yes No
- f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," attach explanation ► Yes No

Schedule C Dividends and Special Deductions (see instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Total. Add lines 1 through 8. See instructions for limitation			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC-DISC and former DISC dividends not included on lines 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4			
20 Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b			

Schedule E Compensation of Officers (see instructions for page 1, line 12)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1) are \$500,000 or more.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business	Percent of corporation stock owned		(f) Amount of compensation
			(d) Common	(e) Preferred	
1		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
		%	%	%	
2 Total compensation of officers					
3 Compensation of officers claimed on Schedule A and elsewhere on return					
4 Subtract line 3 from line 2. Enter the result here and on page 1, line 12					

Schedule J Tax Computation (see instructions)

1 Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))	► <input type="checkbox"/>	2	0
2 Income tax. Check if a qualified personal service corporation (see instructions)	► <input type="checkbox"/>	3	
3 Alternative minimum tax (attach Form 4626)		4	0
4 Add lines 2 and 3			
5a Foreign tax credit (attach Form 1118)	5a		
b Credit from Form 8834, line 29	5b		
c General business credit (attach Form 3800)	5c		
d Credit for prior year minimum tax (attach Form 8827)	5d		
e Bond credits from Form 8912	5e		
6 Total credits. Add lines 5a through 5e	6		
7 Subtract line 6 from line 4	7	0	
8 Personal holding company tax (attach Schedule PH (Form 1120))	8		
9 Other taxes. Check if from:	<input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Form 8902 <input type="checkbox"/> Other (attach schedule)	9	
10 Total tax. Add lines 7 through 9. Enter here and on page 1, line 31	10	0	

Schedule K Other Information (see instructions)

1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ►	Yes	No	
2 See the instructions and enter the: a Business activity code no. ► 722210			
b Business activity ► RESTAURANT			
c Product or service ► FOOD			
3 Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter name and EIN of the parent corporation ►	X		
4 At the end of the tax year: a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G)		X	
b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes", complete Part II of Schedule G (Form 1120) (attach Schedule G)		X	
5 At the end of the tax year, did the corporation: a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions If "Yes," complete (i) through (iv).	Yes	No	
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

Schedule K Continued

- b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including any entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions
If "Yes," complete (i) through (iv).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

- 6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.) If "Yes," file Form 5452, Corporate Report of Nondividend Distributions.
If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.
- 7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of the corporation's stock entitled to vote or (b) the total value of all classes of the corporation's stock? For rules of attribution, see section 318. If "Yes," enter:
- (i) Percentage owned ► _____ and (ii) Owner's country ► _____
(c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ► 0
- 8 Check this box if the corporation issued publicly offered debt instruments with original issue discount □
If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.
- 9 Enter the amount of tax-exempt interest received or accrued during the tax year ► \$ _____
- 10 Enter the number of shareholders at the end of the tax year (If 100 or fewer) ► 2
- 11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here □
If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.
- 12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction on line 29a.) ► \$ _____
- 13 Are the corporation's total receipts (line 1a plus lines 4 through 10 on page 1) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2 on page 5. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year. ► \$ _____

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
1	Cash		2,940		145,673
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts	()		()	
3	Inventories		5,369		10,056
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)				
6	Other current assets (attach schedule)		84,549		76,002
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (attach schedule)				
10a	Buildings and other depreciable assets	391,700		401,829	
b	Less accumulated depreciation	(210,381)	181,319	(216,249)	185,580
11a	Depletable assets				
b	Less accumulated depletion	()		()	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization	()		()	
14	Other assets (attach schedule)				
15	Total assets		274,177		417,311
Liabilities and Shareholders' Equity					
16	Accounts payable		7,386		44,219
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (attach schedule)		35,519		26,972
19	Loans from shareholders				
20	Mortgages, notes, bonds payable in 1 year or more		229,328		566,328
21	Other liabilities (attach schedule)				
22	Capital stock: a Preferred stock				
b	Common stock	146,000	146,000	146,000	146,000
23	Additional paid-in capital				
24	Retained earnings-Appropriated (attach schedule)				
25	Retained earnings-Unappropriated		(144,056)		(366,208)
26	Adjustments to shareholders' equity (attach schedule)				
27	Less cost of treasury stock	()		()	
28	Total liabilities and shareholders' equity		274,177		417,311

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more-see instructions

1	Net income (loss) per books	(222,152)	7	Income recorded on books this year not included on this return (itemize): Tax-exempt interest \$ _____	
2	Federal income tax per books				
3	Excess of capital losses over capital gains				
4	Income subject to tax not recorded on books this year (itemize): _____				
5	Expenses recorded on books this year not deducted on this return (itemize): a Depreciation \$ _____ b Charitable contributions \$ _____ c Travel and entertainment \$ _____		8	Deductions on this return not charged against book income this year (itemize): a Depreciation \$ _____ b Charitable contributions \$ _____	
6	Add lines 1 through 5	(222,152)	9	Add lines 7 and 8	
			10	Income (page 1, line 28)-line 6 less line 9	(222,152)

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	(144,056)	5	Distributions: a Cash	
2	Net income (loss) per books	(222,152)	b	Stock	
3	Other increases (itemize): _____		c	Property	
4	Add lines 1, 2, and 3	(366,208)	6	Other decreases (itemize): _____	
			7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	(366,208)

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

2009
Attachment
Sequence No. 67

Name(s) shown on return

Business or activity to which this form relates

Identifying number

SMART ALEC'S INTELLIGENT FOOD IN FORM 1120

94-3220252

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1
2 Total cost of section 179 property placed in service (see instructions)	2
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			

7 Listed property. Enter the amount from line 29	7		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7		8	
9 Tentative deduction. Enter the smaller of line 5 or line 8		9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562		10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)		11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11		12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ► 13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	5,375

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	436
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		858	5	MQ	200 DB	43
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs.			S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property	2010-06	9,271	27.5	MM	S/L	14

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs.		S/L	
c 40-year		40 yrs.	MM	S/L	

Part IV Summary (see instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	5,868
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate Instructions.

EEA

Form 4562 (2009)

2009

100

For calendar year 2009 or fiscal year beginning month 07 day 01 year 2009, and ending month 06 day 30 year 2010

Corporation name

California corporation number

SMART ALEC'S INTELLIGENT FOOD INC

1926558

Address (suite, room, or PMB no.)

FEIN

2355 TELEGRAPH AVENUE

94-3220252

City

State ZIP Code

Berkeley, CA 94704

Schedule Q Questions (continued on Side 2)

A 1. FINAL RETURN? • Dissolved Surrendered (withdrawn)

Merged/Reorganized IRC Section 338 sale QSub election

Enter date

2. DEFERRED INCOME Did this corporation elect to defer income from the discharge of indebtedness as described in IRC Section 108(j) for federal purposes? • Yes No
If "Yes," enter the federal deferred income from discharge of indebtedness \$

- B 1. Is income included in a combined report of a unitary group? • Yes No
2. If "Yes," indicate: wholly within CA (R&TC 25101.15)
 within and outside of CA
3. Is there a change in the members listed in Schedule R-7 from the prior year? • Yes No
4. Enter the number of members (including parent or key corporation) listed in the Schedule R-7, Part I, Section A, subject to income or franchise tax
5. Is form FTB 3544 attached to the return? • Yes No

S t a t e A d j u s t m e n t s	1 Net income (loss) before state adjustments. See instructions	1 (222,152.00)
	2 Amount deducted for foreign or domestic tax based on income or profits from Schedule A	2 00
	3 Amount deducted for tax under the provisions of the Corporation Tax Law from Schedule A	3 00
	4 Interest on government obligations	4 00
	5 Net California capital gain from Side 5, Schedule D, line 11	5 00
	6 Depreciation and amortization in excess of amount allowed under California law. Attach form FTB 3885	6 00
	7 Net income from corporations not included in federal consolidated return. See instructions	7 00
	8 Other additions. Attach schedule(s)	8 00
	9 Total. Add line 1 through line 8	9 (222,152.00)
	10 Intercompany dividend deduction. Attach Schedule H (100)	10 00
	11 Dividends received deduction. Attach Schedule H (100)	11 00
	12 Additional depreciation allowed under CA law. Attach form FTB 3885	12 60 00
	13 Capital gain from federal Form 1120, line 8	13 00
	14 Contributions	14 00
	15 EZ, LAMBRA, or TTA business expense and EZ net interest deduction	15 00
	16 Other deductions. Attach schedule(s)	16 00
	17 Total. Add line 10 through line 16	17 60 00
	18 Net income (loss) after state adjustments. Subtract line 17 from line 9	18 (222,212.00)
C A N e t I n c o m e	19 Net income (loss) for state purposes. Complete Schedule R if apportioning income. See instructions	19 (222,212.00)
	20 Net operating loss (NOL) carryover deduction. See instructions	20 00
	21 Pierce's disease, EZ, LARZ, TTA, or LAMBRA NOL carryover deduction. See instructions	21 00
	22 Disaster loss carryover deduction. See instructions	22 00
	23 Net income for tax purposes. Combine line 20 through line 22. Then, subtract from line 19	23 (222,212.00)
T a x e s	24 Tax. <u>8.84</u> % x line 23 (not less than minimum franchise tax, if applicable)	24 800 00
	25 New jobs credit a) amount generated b) amount claimed	25b 00
	26a Credit name code no. amount ► 26a 00	26a 00
	26b Credit name code no. amount ► 26b 00	26b 00
	27 To claim more than two credits, see instructions	27 00
	28 Add line 25b through line 27	28 00
	29 Balance. Subtract line 28 from line 24 (not less than minimum franchise tax, if applicable)	29 800 00
	30 Alternative minimum tax. Attach Schedule P (100). See instructions	30 00
	31 Total tax. Add line 29 and line 30	31 800 00
	32 Overpayment from prior year allowed as a credit	32 00
P a y m e n t s	33 2009 Estimated tax payments. See instructions	33 00
	34 2009 Resident/nonresident or real estate withholding. See instructions	34 00
	35 Amount paid with extension of time to file tax return	35 00
	36 Total payments. Add line 32 through line 35	36 00

Refund or Amount Due	37 Franchise or Income tax due. If line 31 is more than line 36, subtract line 36 from line 31. Go to line 40	• 37	800 00
	38 Overpayment. If line 36 is more than line 31, subtract line 31 from line 36	• 38	00
	39 Amount of line 38 to be credited to 2010 estimated tax	• 39	00
	40 Use tax. This is not a total line. See instructions	• 40	00
	41 Refund. If the sum of line 39 and line 40 is less than line 38, then subtract the result from line 38 See instructions to have the refund directly deposited. a Routing number	• 41	00
	b Type: Checking • <input type="checkbox"/> Savings • <input type="checkbox"/> c Account number	• 41a	
	42 a Penalties and interest	• 41c	
	b • <input type="checkbox"/> Check if estimate penalty computed using Exception B or C. See instructions.	• 42a	00
	43 Total amount due. Add line 37, line 39, line 40, and line 42a. Then, subtract line 38 from the result	• 43	800 00

Schedule Q Questions (continued from Side 1)

C If the corporation filed on a water's-edge basis pursuant to R&TC

Sections 25110 and 25113 in previous years, enter the date the water's-edge election ended

D Was the corporation's income included in a consolidated federal return? • Yes No

E Principal business activity code. (Do not leave blank): • 722210

Business activity RESTAURANT

Product or service FOOD

F Date incorporated: 1955-02-01

Where: • State CA Country

G Date business began in California or date income was first derived from California sources • 1955-02-01

H First return? • Yes No If "Yes" and this corporation is a successor to a previously existing business, check the appropriate box.

- (1) sole proprietorship (2) partnership (3) joint venture
- (4) corporation (5) other

(attach statement showing name, address, and FEIN/SSN/ITIN of previous business)

I "Doing business as" name. See instructions: •

- J 1. For this taxable year, was there a change in control or majority ownership for this corporation or any of its subsidiaries that owned or (under certain circumstances) leased real property in California? • Yes No
2. For this taxable year, did this corporation or any of its subsidiaries acquire control or majority ownership of any other legal entity that owned or (under certain circumstances) leased real property in California? • Yes No
3. If this corporation or any of its subsidiaries owned or (under certain circumstances) leased real property in California, has more than 50% of the voting stock of any one of them cumulatively transferred in one or more transactions since March 1, 1975, which was not reported on a previous year's tax return? • Yes No

(Penalties may apply - see instructions.)

K At any time during the taxable year, was more than 50% of the voting stock:

1. Of the corporation owned by any single interest? • Yes No
2. Of another corporation owned by this corporation? • Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer ► STEPHANIE DODSON	Title CEO	Date 09-03-2010	Check if self-employed ► <input type="checkbox"/>	Telephone
Paid Pre-preparer's Use Only	Preparer's signature ►	Date 09-03-2010	Check if self-employed ► <input type="checkbox"/>	Preparer's SSN/PTIN P00450464	
	Firm's name (or yours, if self-employed) and address ► Sanjiv Gupta CPA 39111 Paseo Padre Parkway, Suite 213 Fremont, CA 94538			FEIN 20-1552459	
				Telephone 510-818-0437	
				May the FTB discuss this return with the preparer shown above? See instructions • <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Schedule A Taxes Deducted. Use additional sheet(s) if necessary.

94-3220252

(a) Nature of tax	(b) Taxing authority	(c) Total amount	(d) Nondeductible amount
STATEMENT # 9B			00
			00
Total. Enter total of column (c) on Sch. F, line 17, and total of column (d) on Side 1, line 2 or line 3		18,123	00

Schedule F Computation of Net Income. See instructions.

1 a) Gross receipts or gross sales	1,247,931	c) Balance	1c	1,247,931	00
b) Less returns and allowance			2	923,332	00
2 Cost of goods sold. Attach federal Schedule A (California Schedule V)			3	324,599	00
3 Gross profit. Subtract line 2 from line 1c			4		00
4 Total dividends. Attach federal Schedule C, California Schedule H (100)			5a		00
5 a) Interest on obligations of the United States and U.S. instrumentalities			5b		00
b) Other interest. Attach schedule			6		00
6 Gross rents			7		00
7 Gross royalties			8		00
8 Capital gain net income. Attach federal Schedule D (California Schedule D)			9		00
9 Ordinary gain (loss). Attach federal Form 4797 (California Schedule D-1)			10		00
10 Other income (loss). Attach schedule			11	324,599	00
11 Total income. Add line 3 through line 10					
12 Compensation of officers. Attach federal Schedule E or equivalent schedule		12		00	
13 Salaries and wages (not deducted elsewhere)		13		00	
14 Repairs		14	17,260	00	
15 Bad debts		15		00	
16 Rents		16	121,308	00	
17 Taxes (California Schedule A)		17	18,123	00	
18 Interest. Attach schedule		18	14,493	00	
19 Contributions. Attach schedule		19		00	
20 Depreciation. Attach federal Form 4562 and FTB 3885	20	5,868			
21 Less depreciation claimed elsewhere on return	21a		21b	5,868	00
22 Depletion. Attach schedule		22		00	
23 Advertising		23	396	00	
24 Pension, profit-sharing plans, etc.		24		00	
25 Employee benefit plans		25		00	
26 a) Total travel and entertainment			26b		00
b) Deductible amounts					
27 Other deductions. Attach schedule	STATEMENT # 9C	27	369,303	00	
28 Specific deduction for organizations under R&TC Section 23701r or 23701t. See instructions		28		00	
29 Total deductions. Add line 12 through line 28			29	546,751	00
30 Net income before state adjustments. Subtract line 29 from line 11. Enter here and on Side 1, line 1			30	(222,152)	00

Schedule J Add-On Taxes and Recapture of Tax Credits. See instructions.

1 LIFO recapture due to S corporation election, IRC Sec. 1363(d) deferral: \$	1	00
2 Interest computed under the look-back method for completed long-term contracts (Attach form FTB 3834)	2	00
3 Interest on tax attributable to installment:		
a Sales of certain timeshares and residential lots	3a	00
b Method for nondealer installment obligations	3b	00
4 IRC Section 197(f)(9)(B)(ii) election	4	00
5 Credit recapture name:	5	00
6 Combine line 1 through line 5, revise Side 2, line 37 or line 38, whichever applies, by this amount. Write "Schedule J" to the left of line 37 or line 38	6	00

Schedule V Cost of Goods Sold

1 Inventory at beginning of year	1	5,369	00
2 Purchases	2	547,841	00
3 Cost of labor	3	380,178	00
4 a Additional IRC Section 263A costs. Attach schedule	4a	00	
b Other costs. Attach schedule	4b	00	
5 Total. Add line 1 through line 4b	5	933,388	00
6 Inventory at end of year	6	10,056	00
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and on Side 3, Schedule F, line 2	7	923,332	00

Method of inventory valuation ► COSTWas there any change in determining quantities, costs or valuations between opening and closing inventory? Yes No

If "Yes," attach an explanation.

Enter California seller's permit number, if any ►

Check if the LIFO inventory method was adopted this taxable year for any goods. If checked, attach federal Form 970

If the LIFO inventory method was used for this taxable year, enter the amount of closing inventory under LIFO

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to the corporation? Yes No

The corporation may not be required to complete Schedules L, M-1, and M-2. See Schedule M-1 instructions for reporting requirements.

Schedule L Balance Sheet	Beginning of taxable year		End of taxable year
	(a)	(b)	(d)
Assets			
1 Cash		2,940	145,673
2 a Trade notes and accounts receivable			
b Less allowance for bad debts	()	()	
3 Inventories		5,369	10,056
4 Federal and state government obligations			
5 Other current assets. Attach schedule(s)		84,549	76,002
6 Loans to stockholders/officers. Attach schedule			
7 Mortgage and real estate loans			
8 Other investments. Attach schedule(s)			
9 a Buildings and other fixed depreciable assets	391,700	401,829	
b Less accumulated depreciation	(210,381)	181,319	(216,249)
10 a Depletable assets			
b Less accumulated depletion	()	()	
11 Land (net of any amortization)			
12 a Intangible assets (amortizable only)			
b Less accumulated amortization	()	()	
13 Other assets. Attach schedule(s)			
14 Total assets		274,177	417,311
Liabilities and Stockholders' Equity			
15 Accounts payable		7,386	44,219
16 Mortgages, notes, bonds payable in less than 1 year			
17 Other current liabilities. Attach schedule(s)		35,519	26,972
18 Loans from stockholders. Attach schedule(s)			
19 Mortgages, notes, bonds payable in 1 year or more		229,328	566,328
20 Other liabilities. Attach schedule(s)			
21 Capital stock: a Preferred stock			
b Common stock	146,000	146,000	146,000
22 Paid-in or capital surplus. Attach reconciliation			
23 Retained earnings-Appropriated. Attach schedule			
24 Retained earnings-Unappropriated		(144,056)	(366,208)
25 Adjustments to shareholders' equity. Attach schedule			
26 Less cost of treasury stock		()	()
27 Total liabilities and stockholders' equity		274,177	417,311

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return.

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If the corporation completed federal Schedule M-3 (Form 1120/1120-F), see instructions.

1 Net income per books	(222,152)	7 Income recorded on books this year not included in this return (itemize)	
2 Federal income tax		a Tax-exempt interest \$	
3 Excess of capital losses over capital gains		b Other \$	
4 Taxable income not recorded on books this year (itemize)		c Total. Add line 7a and line 7b	
5 Expenses recorded on books this year not deducted in this return (itemize)		8 Deductions in this return not charged against book income this year (itemize)	
a Depreciation \$		a Depreciation \$	
b State taxes \$		b State tax refunds \$	
c Travel and entertainment \$		c Other \$	
d Other \$		d Total. Add line 8a through line 8c	
e Total. Add line 5a through line 5d		9 Total. Add line 7c and line 8d	
6 Total. Add line 1 through line 5e	(222,152)	10 Net income per return. Subtract line 9 from line 6	(222,152)

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, line 24)

1 Balance at beginning of year	(144,056)	5 Distributions: a Cash	
2 Net income per books	(222,152)	b Stock	
3 Other increases (itemize)		c Property	
		6 Other decreases (itemize)	
4 Total. Add line 1 through line 3	(366,208)	7 Total. Add line 5 and line 6	
		8 Balance at end of year. Subtract line 7 from line 4	(366,208)

Schedule D California Capital Gains and Losses**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less.** Use additional sheet(s) if necessary.

(a) Kind of property and description (Example, 100 shares of Z Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain (loss) (d) less (e)
1					00
					00
					00
					00
2 Short-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				2	00
3 Unused capital loss carryover from 2008				3	00
4 Net short-term capital gain (loss). Combine line 1 through line 3				4	00

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year. Use additional sheet(s) if necessary.

5					00
					00
					00
					00
6 Enter gain from Schedule D-1, line 9 and/or any capital gain distributions				6	00
7 Long-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				7	00
8 Net long-term capital gain (loss). Combine line 5 through line 7				8	00
9 Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 8)				9	00
10 Net capital gain. Enter excess of net long-term capital gain (line 8) over net short-term capital loss (line 4)				10	00
11 Total lines 9 and 10. Enter here and on Form 100, Side 1, line 5. If losses exceed gains, carry forward losses to 2010				11	00

H. First Return Additional Information

Business Type Allowable Value = SoleProprietorship, Partnership, JointVenture, Corporation, Other
 FEIN {9}
 SSN {9}
 ITIN {9}
 Business Name Line 1 {75}
 Business Name Line 2 {75}
 US Address Line 1 {35}
 US Address Line 2 {35}
 US City {22}
 US State {2}
 US Zip Code {16}
 Foreign Address Line 1 {35}
 Foreign Address Line 2 {35}
 Foreign City {50}
 Foreign Province or State {50}
 Foreign Country {2}
 Foreign Postal Code {50}

K. Voting Stock Additional Information

FEIN {9}
 SSN {9}
 ITIN {9}
 Percent Owned {6}
 Business Name Line 1 {75}
 Business Name Line 2 {75}
 US Address Line 1 {35}
 US Address Line 2 {35}
 US City {22}
 US State {2}
 US Zip Code {16}
 Foreign Address Line 1 {35}
 Foreign Address Line 2 {35}
 Foreign City {50}
 Foreign Province or State {50}
 Foreign Country {2}
 Foreign Postal Code {50}

O. Headquarters Are Additional Information

Type of headquarters {18} InsideCalifornia Allowable Value = InsideCalifornia, OutsideCAInsideUS, OutsideUS

P. Principal Accounting Records Additional Information

US Address Line 1 {35} 2355 TELEGRAPH AVENUE
 US Address Line 2 {35}
 US City {22} Berkeley
 US State {2} CA
 US Zip Code {16} 94704
 Foreign Address Line 1 {35}
 Foreign Address Line 2 {35}
 Foreign City {50}
 Foreign Province or State {50}
 Foreign Country {2}
 Foreign Postal Code {50}

Q. Accounting Method Additional Information

Accounting Method {7} accrual Allowable values = cash, accrual, hybrid

CAC_SCHQ.LD

2009 Corporation Depreciation and Amortization**3885**

Attach to Form 100 or Form 100W. 1120

Corporation name

SMART ALEC'S INTELLIGENT FOOD INC

California corporation number

1926558**Part I Election To Expense Certain Property Under IRC Section 179**

1 Maximum deduction under Section 179 for California	1	\$25,000
2 Total cost of Section 179 property placed in service	2	858
3 Threshold cost of Section 179 property before reduction in limitation	3	\$200,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	25,000

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			

7 Listed property (elected Section 179 cost)	7	
8 Total elected cost of Section 179 property. Add amounts in column (c), line 6 and line 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from prior taxable years	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add line 9 and line 10, less line 12	13	

Part II Depreciation and Election of Additional First Year Expense Deduction Under R&TC Section 24356

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14 STATEMENT # 810							

15 Add the amounts in column (g) and column (h). The combined total of column (h) may not exceed \$2,000.

See instructions for line 14, column (h) 15 5,928

Part III Summary 5,928

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g) or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h) or Depreciation (if no election is made), enter the amount from line 15, column (g)	16	5,928
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	5,868
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	60

Part IV Amortization

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC Section (see Instr.)	(f) Period or percentage	(g) Amortization for this year
19						

20 Total. Add the amounts in column (g)	20	
21 Total amortization claimed for federal purposes from federal Form 4562, line 44	21	
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 12	22	

DO NOT MAIL A PAPER COPY OF THE CORPORATE TAX RETURN WITH THE PAYMENT VOUCHER.
If the amount of payment is zero, do not mail this voucher.
EFT TAXPAYERS: DO NOT FILE THIS VOUCHER.

WHERE TO FILE: Using blue or black ink, make check or money order payable to the "Franchise Tax Board." Write the corporation number or FEIN and "2009 FTB 3586" on the check or money order. Detach voucher below. Enclose, but do not staple, payment with voucher and mail to:

**FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO CA 94257-0531**

Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution.

WHEN TO FILE: **Fiscal Year - see instructions.**
Calendar Year - File and Pay by March 15, 2010.

When the due date falls on a weekend or holiday, the deadline to file and pay without penalty is extended to the next business day.

DETACH HERE _____ **IF NO PAYMENT IS DUE, DO NOT MAIL THIS VOUCHER** _____ **DETACH HERE**

<u>TAXABLE YEAR</u>	Payment Voucher for Corporation e-filed Returns	<u>CALIFORNIA FORM</u>
2009		3586 (e-file)

1926558 SMAR 94-3220252
TYB 07-01-09 TYE 06-30-10
SMART ALEC'S INTELLIGENT FOOD INC

CALIFORNIA FORM

2255 MELLEGBARU AVENUE

2355 TELEGRAPH AVENUE

0.9 FORM 1

FORM 1

2335 TELEGRAPH AVENUE
BERKELEY CALIFORNIA

BERKELEY CA 94704

Total Payment Amt

800.

043

6181096

FTB 3586 2009

Federal Supporting Statements**2009 PAGE 1**

Name(s) as shown on return

SMART ALEC'S INTELLIGENT FOOD INC

FEIN

94-3220252

FORM 1120, SCHEDULE L, LINE 18

Statement # 11

Other current liabilities

<u>DESCRIPTION</u>	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
ACCRUED PAYROLL & TA	13,558	18,896
SALES TAX PAYBLE	21,961	8,076
TOTALS:	35,519	26,972

FORM 1120, SCHEDULE L, LINE 6**PAGE 1**

Statement # 8

Other current assets

<u>DESCRIPTION</u>	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
Loan Receivables	75,234	63,750
Prepaid Insurance	317	280
Deposits	8,998	8,998
Retainer		2,974
TOTALS:	84,549	76,002

FORM 1120, SCHEDULE L, LINE 21**PAGE 1**

Statement # 12

DESCRIPTION

Loan-SummitBank-8060

TOTALS:

	<u>BEGINNING OF TAX YEAR</u>	<u>END OF TAX YEAR</u>
	-----	-----
	-----	-----

Federal Supporting Statements

2009 PG 1

Name(s) as shown on return

SMART ALEC'S INTELLIGENT FOOD INC

FEIN

94-3220252

FORM 1120 PAGE 1

Statement # 5

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Accounting cost	3,988
Bank charges	430
Dues and subscriptions	2,053
Insurance	7,408
Legal and professional	75,759
Miscellaneous	299
Outside services and independent contractors	102,618
Parking fees and tolls	4,710
Payroll processing expenses	2,739
Postage/Shipping	113
Printing	4,473
Security	174
Supplies	27,404
Telephone	5,324
Uniforms	1,520
Utilities	29,966
Waste removal	2,620
Pest Control	1,168
Decorations and Music	117
Office Supplies	1,834
YKF Management Fees	90,598
Reimbursed Expenses	3,988
 TOTAL	 369,303

Taxes and Licenses Attachment
Note: This information does not transmit to the IRS with e-filed returns.
Including with a paper filed return is optional.

2009

CORPORATION NAME		EIN
<u>SMART ALEC'S INTELLIGENT FOOD INC</u>		94-3220252
Taxes and Licenses		Form 1120
		Page 1, Line 17
<hr/>		
1	State income taxes	1
2	State franchise taxes	2
3	City income taxes	3
4	City franchise taxes	4
5	Local property taxes	5 3,803
6	Intangible property taxes	6
7	Payroll taxes	7
8	Less: credit from Form 8846	8
9	Foreign taxes paid	9
10	Occupancy taxes	10
11	Other miscellaneous taxes	11 114
12	Licenses	12 14,206
13	Total to Form 1120, Page 1, Line 17	13 18,123

ATT_CTL_LD

FORM 1120, LINE 29a, NOL DEDUCTION

2009

ATT_NOL

Name				Employer ID Number 94-3220252	
Year	Loss Carryover/ Carryback	Increase of NOL Due to Sec 170(d)(2)(B) Contribution Reduction*	Loss Applied to 2009	Unused Loss	Unused Sec 170(d)(2)(B)
1989				Expired	Expired
1990					
1991					
1992					
1993					
1994					
1995					
1996					
1997					
1998					
1999					
2000					
2001					
2002					
2003					
2004					
2005					
2006					
2007					
2008	Current year NOL		Applied to Prior Years	Remaining 2009 NOL carryover	
2009	222,152			222,152	
	Future years NOL		Applied to 2009		
Future Years					
TOTALS	222,152		0	222,152	0

* A corporation having a net operating loss (NOL) carryover from any taxable year must apply the special rule of § 170(d)(2)(B). The rules are designed to prevent a double tax benefit through interaction of NOL and charitable contribution carryovers. The excess charitable deduction can reduce taxable income only once. Under these rules, a corporation's charitable contributions carryover (but not the NOL carryover) must be reduced, to the extent the charitable contribution deduction, in computing the taxable income of an intervening year, would increase the NOL to a succeeding year.

ATT_NOL.DD

1120

Overflow Statement

2009
Page 1

Name(s) as shown on return

SMART ALEC'S INTELLIGENT FOOD INC

FEIN

94-3220252COST OF LABOR

Description	Amount
WAGES	\$ 380,178
Total:	\$ 380,178

